



THE COMPANY CORPORATION

Three Christma Centre • 201 N. Walnut Street • Wilmington, Delaware 19801 • Telephone: (302) 575-0440 • Fax: (302) 575-1446

P95000052940

June 23, 1995

Corporate Records Bureau
Division of Corporations
PO Box 6327
Tallahassee FL 32314

RE: RiteFlite Corp.
P3305415RIDOM

300001537863
-07/14/95--01036--016
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find Articles of Incorporation, Certificate of Acceptance and our check(es) in the amount of \$70.00 for RiteFlite Corp.

Please file at your earliest convenience and return confirmation to my attention at the address which is listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 209 with questions regarding the enclosed application.

Sincerely,

Bonnie J. Bennett
Bonnie J. Bennett

P95-52940

enc.

Bmc
7-10-95

FILED
95 JUL -7 PM 1:54
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
RiteFitte, Corp.

6:11 PM
95 JUN -7 PM 4:53

The undersigned natural person(s), of the age of 21 or more, acting to form a corporation under the corporate laws of the state of Florida do hereby certify the following:

FIRST: The name of the corporation shall be RiteFitte, Corp.

SECOND: The address of the initial registered office of the corporation is 200 - A John Knox Road, Tallahassee FL 32303-6643, County of Leon. The name of the registered agent located at said address is Larry Wolfe.

THIRD: The principal address of the corporation is 15001 NW 42nd Ave., Suite 206, Miami FL 33054.

FOURTH: The purpose for which this corporation is organized shall be to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FIFTH: The total authorized stock of this corporation is divided into 30 shares of no par value.

SIXTH: The number of directors constituting the initial board of directors is two, and the name(s) and address(es) who will serve as directors until the first annual meeting of shareholders or until their successors are as follows:

Antonio Luis Dominguez	15001 NW 42nd Ave. Ste. 206, Miami FL 33054
Alejandro Rubio	15001 NW 42nd Ave. Ste. 206, Miami FL 33054

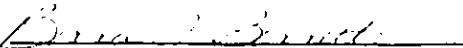
SEVENTH: The duration of the corporation is perpetual.

EIGHT: This is Close Corporation.

NINTH: The name(s) and address(es) of the persons who are to act as incorporator(s) are as follows:

Bonnie J. Bennett c/o The Company Corporation
Three Christina Centre, 201 N. Walnut St., Wilmington DE 19801

We (I), the undersigned, being all the incorporators of the corporation identified above, declare that we have examined the foregoing this 6th day of June, 1995.

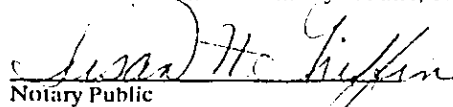


State of Delaware

County of New Castle

THE FOREGOING instrument was acknowledged and sworn to before me this 6th day of June, 1995 by Bonnie J. Bennett.

NOTARY PUBLIC
Appointed October 1, 1994
Term 2 Years


Notary Public

This document was prepared by Bonnie J. Bennett, Three Christina Centre, 201 N. Walnut Street, Wilmington DE 19801 (302) 575-0440

FILED

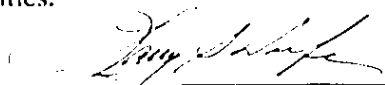
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS MAY BE SERVED.

In compliance with Section 607.1507, Florida Statutes, the following is submitted:

First, this RiteFlite, Corp.
desiring to organize under the laws of the state of Florida with its principal place of
business located in the city of Miami, State of
Florida, has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL
32303-6643 as its agent for service of process within Florida.

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act in this
capacity, and I further agree to comply with the provisions of all statutes relative to
the proper and complete performance of my duties.


Larry Wolfe

June 22, 1995

Date